# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2013**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1989

**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

H-E PARTS INTERNATIONAL LLC

1117 PERIMETER CENTER WEST
SUITE N-306
ATLANTA, GA 30338

**2b** Employer Identification Number (EIN)
20-3895138

**2c** Sponsor's telephone number
678-443-2142

**2d** Business code (see instructions)
423800

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/13/2014 | STEVEN HONNOLD |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

**3a** Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 203 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 175 |
| **b** | Retired or separated participants receiving benefits | **6b** | 1 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 27 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 203 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 203 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 132 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 7 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
H-E PARTS INTERNATIONAL LLC

**D** Employer Identification Number (EIN)
20-3895138

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

JOHN HANCOCK

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year (f) From | Policy or contract year (g) To |
|---|---|---|---|---|---|
| 01-0233346 | 65838 | 52159 | 144 | 01/01/2013 | 12/31/2013 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 22629 | 2466 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

PLANNING CORP OF AMERICA INC.
880 CARILLON PARKWAY
ST. PETERSBURG, FL 33716

| (b) Amount of sales and base commissions paid | Fees and other commissions paid (c) Amount | Fees and other commissions paid (d) Purpose | (e) Organization code |
|---|---|---|---|
| 14601 | | | 4 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

CBA
37 28TH AVE NORTH
ST. CLOUD, MN 56303

| (b) Amount of sales and base commissions paid | Fees and other commissions paid (c) Amount | Fees and other commissions paid (d) Purpose | (e) Organization code |
|---|---|---|---|
| 8028 | 2466 | TPA FEES | 5 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| **4** | Current value of plan's interest under this contract in the general account at year end | **4** | 19589 |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | 5859735 |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | **6b** | |
| **c** | Premiums due but unpaid at the end of the year | **6c** | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | **6d** | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | **7b** | 15670 |
| **c** | Additions: (1) Contributions deposited during the year | **7c(1)** | 2608 | | |
| | (2) Dividends and credits | **7c(2)** | | | |
| | (3) Interest credited during the year | **7c(3)** | 45 | | |
| | (4) Transferred from separate account | **7c(4)** | 1266 | | |
| | (5) Other (specify below) ▶ | **7c(5)** | | | |
| | (6) Total additions | | | **7c(6)** | 3919 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**). | | | **7d** | 19589 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | **7e(1)** | | | |
| | (2) Administration charge made by carrier | **7e(2)** | | | |
| | (3) Transferred to separate account | **7e(3)** | | | |
| | (4) Other (specify below) ▶ | **7e(4)** | | | |
| | (5) Total deductions | | | **7e(5)** | 0 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | **7f** | 19589 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
H-E PARTS INTERNATIONAL LLC

**D** Employer Identification Number (EIN)
20-3895138

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2050

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 31782 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2045

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 10274 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2040

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 128648 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2035

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 7919 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2030

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 88835 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2025

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 17554 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2020

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 01-0233346-001 | P | 43595 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2015

**b** Name of sponsor of entity listed in (a): 01-0233346

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40587 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106680 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 883222 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCES

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 986990 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 231821 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 201340 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR GOLD FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38242 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUNDS

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42214 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20840 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26496 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107047 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35270 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68245 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11667 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14940 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38085 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23608 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2164 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9625 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1418 |
|---|---|---|

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73717 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 205676 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3380 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 115656 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 304 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MID VALUE INDEX FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6071 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: ASTON/FAIRPOINTE MID CAP FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1249 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE INDEX | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45869 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1197 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47253 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3764 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38474 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9791 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SMALL CAP VALUE | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51241 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT VALUE OPPS FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11789 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 69835 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 72367 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRU JENNISON MID GROWTH FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61823 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8042 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: JH DISCIPLINED VALUE | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27417 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124456 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 156609 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2642 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC.

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78018 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK BASIC VALUE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 209 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35260 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36603 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORES

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 202192 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PARNASSUS EQUITY INCOME

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 412 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: U.S. EQUITY FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2400 |
|---|---|---|

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE CAP APPRECIATION | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124039 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL INCOME BUILDER | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102257 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 103653 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33950 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51592 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24890 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35101 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: U.S. HIGH YIELD BOND FUND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1026 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED HIGH YIELD BOND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1217 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL BOND | | |
| **b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA | | |
| **c** EIN-PN 01-0233346-001 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 127428 |

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

| | |
|---|---|
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |
| **a** Plan name | |
| **b** Name of plan sponsor | **c** EIN-PN |

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
H-E PARTS INTERNATIONAL LLC

**D** Employer Identification Number (EIN)
20-3895138

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 10810 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 31868 | 86758 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 3321733 | 5859735 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 15670 | 19589 |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 3369271 | 5976892 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | 15396 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 15396 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 3369271 | 5961496 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| Income | | (a) Amount | (b) Total |
|---|---|---|---|
| **a Contributions:** | | | |
| **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 146507 | |
| **(B)** Participants | 2a(1)(B) | 555496 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 53991 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 755994 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | 2286 | |
| **(F)** Other | 2b(1)(F) | 45 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 2331 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 689314 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1447639 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 720273 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 720273 |
| f Corrective distributions (see instructions) | 2f | | 33666 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | 3037 | |
| (2) Contract administrator fees | 2i(2) | 1300 | |
| (3) Investment advisory and management fees | 2i(3) | 3929 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 8266 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 762205 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 685434 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 1906791 |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLIFTONLARSONALLEN LLP (2) EIN: 41-0746749

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2013**

**This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

**A** Name of plan
H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
H-E PARTS INTERNATIONAL LLC

**D** Employer Identification Number (EIN)
20-3895138

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 01-0233346

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11 a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# H-E PARTS INTERNATIONAL
# RETIREMENT SAVINGS PLAN

## FINANCIAL STATEMENTS AND
## SUPPLEMENTARY INFORMATION

## YEARS ENDED DECEMBER 31, 2013
## AND 2012 (UNAUDITED)

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
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CliftonLarsonAllen LLP
CLAconnect.com

# INDEPENDENT AUDITORS' REPORT

Plan Trustees
H-E Parts International
Retirement Savings Plan
Atlanta, Georgia

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H-E Parts International Retirement Savings Plan, which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by John Hancock Life Insurance Company USA, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

***Disclaimer of Opinion***

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedule of assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

**Report on Comparative Information**

We have compiled the accompanying statement of net assets available for benefits of H-E Parts International Retirement Savings Plan as of December 31, 2012. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2012 and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statement.

**Report on Form and Content in Compliance With DOL Rules and Regulations**

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

St. Cloud, Minnesota
September 29, 2014

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**

| | 2013 | (Unaudited) 2012 |
|---|---|---|
| **ASSETS** | | |
| **INVESTMENTS (at Fair Value)** | | |
| Guaranteed Interest Accounts | $ 19,589 | $ 15,670 |
| Pooled Separate Accounts | 5,859,735 | 3,321,733 |
| Total Investments | 5,879,324 | 3,337,403 |
| **NON-INTEREST BEARING CASH** | 10,810 | - |
| **NOTES RECEIVABLE FROM PARTICIPANTS** | 86,758 | 31,868 |
| Total Assets | 5,976,892 | 3,369,271 |
| **LIABILITIES** | | |
| **EXCESS CONTRIBUTIONS PAYABLE** | 15,396 | 20,141 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 5,961,496 | $ 3,349,130 |

*See accompanying Notes to Financial Statements.*

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**YEAR ENDED DECEMBER 31, 2013**

| | | |
|---|---|---|
| **ADDITIONS TO NET ASSETS ATTRIBUTED TO:** | | |
| **INVESTMENT INCOME** | | |
| Net Appreciation in Fair Value of Investments | $ | 689,314 |
| Interest | | 45 |
| Total Investment Income | | 689,359 |
| **INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS** | | 2,286 |
| **CONTRIBUTIONS** | | |
| Employee 401(k) Deferral | | 555,496 |
| Employer Match | | 146,507 |
| Employee Rollover | | 53,991 |
| Total Contributions | | 755,994 |
| Total Additions | | 1,447,639 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:** | | |
| **BENEFITS PAID TO PARTICIPANTS** | | 733,798 |
| **ADMINISTRATIVE EXPENSES** | | 8,266 |
| Total Deductions | | 742,064 |
| **NET INCREASE BEFORE PLAN MERGER** | | 705,575 |
| **TRANSFER IN FROM MERGER** | | 1,906,791 |
| **NET INCREASE AFTER PLAN MERGER** | | 2,612,366 |
| **NET ASSETS AVAILABLE FOR BENEFITS:** | | |
| Beginning of Year | | 3,349,130 |
| End of Year | $ | 5,961,496 |

*See accompanying Notes to Financial Statements.*

## NOTE 1 DESCRIPTION OF PLAN

The following description of H-E Parts International (Employer) Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan established January 1, 1989. The Plan has been amended and restated throughout the years to comply with tax legislation. The Plan was last amended and restated effective January 1, 2002 and most recently amended effective February 1, 2013 to add a participating employer. The Plan covers all employees of the Employer and its participating employers, Dom-Ex LLC and Crown Parts & Machine, Inc. (collectively referred to as Employer). The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens and leased employees. Employees who have attained age 20 and completed three consecutive months of service are eligible to participate in the salary deferral arrangement and discretionary matching contribution. Employees who have attained age 20 and completed one year of service are eligible to participate in the discretionary profit sharing contributions. The Plan entry dates are the first day of each month following the completion of the eligibility requirements. It is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

### Contributions

The Plan includes a cash or deferred arrangement allowed under Section 401(k) of the Code. Eligible participants are thereby permitted to elect to have a percentage or dollar amount of their compensation contributed as pre-tax 401(k) or post-tax Roth 401(k) contributions to the Plan. The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Employer authorized a discretionary matching contribution of 50% of deferrals up to 4% of compensation deferred for the year ended December 31, 2013.

Each year, at its discretion, the Employer may choose to make a discretionary profit sharing contribution to eligible participants. In order to receive an allocation of discretionary profit sharing contributions, a participant must complete 1,000 hours of service and be employed on the last day of the Plan year, unless termination is due to death, disability or retirement. No Employer discretionary profit sharing contributions were made for the years ended December 31, 2013 and 2012. Contributions are subject to limitations.

Participants direct the investment of contributions into various investment options offered under the Plan.

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer discretionary matching and/or profit sharing contributions, and an allocation of Plan earnings or losses. Employer matching contributions are allocated based on employee deferrals and compensation. Employer discretionary profit sharing contributions are allocated to participants based on compensation, subject to Plan provisions. Income is allocated daily based on number of shares in the participant's account.

### Vesting

Employee 401(k) contributions, plus actual earnings thereon, are immediately 100% vested. Employer discretionary matching and profit sharing contributions, plus actual earnings thereon, are vested using a six-year graded vesting schedule, where a participant is 100% vested after completing five years of service.

Notwithstanding the above, a participant is fully vested upon reaching normal retirement age, upon death or disability.

### Forfeitures

Forfeitures are first used to pay Plan expenses and are then used to reduce Employer contributions. No Forfeitures were used to reduce Employer contributions during 2013. Forfeitures of $7,522 were used to pay Plan expenses during 2013. At December 31, 2013 and 2012, non-vested account balances totaled $10,810 and $0, respectively.

### Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer from the investment fund to the participant loan fund. Loan terms range from less than one year up to five years and may be longer when used to purchase a principal residence. The loans are secured by the balance in the participant's account and bear interest at the Prime rate plus 1%. Principal and interest is paid ratably through monthly payroll deductions.

### Benefit Payments

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Upon termination of service, death, disability, or retirement (age 65), the participant may receive the value of the vested interest in their account in the form of a lump-sum, installment distribution. If a participant terminates employment and the participant's account balance was never greater than $5,000 ($1,000 prior to February 1, 2013), the Plan administrator will authorize the benefit payment without the participant's consent.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

### Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

*Level 1* – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

*Level 2* – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

*Level 3* – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2013 and 2012.

### Valuation of Investments and Income Recognition

The Plan's investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments in the pooled separate accounts are valued using the net asset value of units, which are based on observable market prices for the underlying assets, held by the Plan at year-end. Investments in the guaranteed interest accounts are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. Fair value approximates contract value.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Valuation of Investments and Income Recognition (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Purchases and sales of securities are recorded on a trade-date basis. Investment income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

### Benefit Payments

Benefits are recorded when paid.

### Administrative Expenses

The Employer pays certain expenses incurred in the operation of the Plan. Fees related to the administration of the Plan are allocated as an expense to participant accounts. Loan and distribution fees are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of investments.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

### Subsequent Events

In preparing these financial statements, the Employer has evaluated events and transactions for potential recognition or disclosure through September 29, 2014, the date the financial statements were available to be issued.

## NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

John Hancock Life Insurance Company USA, the custodian of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information including notes receivable from participants presented in the accompanying statement of net assets available for benefits as of December 31, 2013, the statement of changes in net assets available for benefits for the year ended December 31, 2013, and the supplemental schedule of assets (held at end of year) as of December 31, 2013.

## NOTE 4 FAIR VALUE OF INVESTMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

| | 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled Separate Accounts: | | | | |
| Large Cap Funds | $ - | $ 753,958 | $ - | $ 753,958 |
| Mid Cap Funds | - | 205,597 | - | 205,597 |
| Small Cap Funds | - | 237,863 | - | 237,863 |
| International/Global Funds | - | 521,517 | - | 521,517 |
| Index Funds | - | 64,881 | - | 64,881 |
| Sector Funds | - | 174,651 | - | 174,651 |
| Fixed Income/Bond Funds | - | 706,532 | - | 706,532 |
| Life & Asset Allocation Funds | - | 2,779,245 | - | 2,779,245 |
| Balanced Funds | - | 415,491 | - | 415,491 |
| Total Pooled Separate Accounts | - | 5,859,735 | - | 5,859,735 |
| Guaranteed Interest Accounts | - | 19,589 | - | 19,589 |
| Total Investments at Fair Value | $ - | $ 5,879,324 | $ - | $ 5,879,324 |

| | 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled Separate Accounts: | | | | |
| Large Cap Funds | $ - | $ 297,922 | $ - | $ 297,922 |
| Mid Cap Funds | - | 134,651 | - | 134,651 |
| Small Cap Funds | - | 85,301 | - | 85,301 |
| International/Global Funds | - | 164,561 | - | 164,561 |
| Index Funds | - | 18,816 | - | 18,816 |
| Sector Funds | - | 22,685 | - | 22,685 |
| Fixed Income/Bond Funds | - | 1,131,209 | - | 1,131,209 |
| Life & Asset Allocation Funds | - | 1,409,306 | - | 1,409,306 |
| Balanced Funds | - | 57,282 | - | 57,282 |
| Total Pooled Separate Accounts | - | 3,321,733 | - | 3,321,733 |
| Guaranteed Interest Accounts | - | 15,670 | - | 15,670 |
| Total Investments at Fair Value | $ - | $ 3,337,403 | $ - | $ 3,337,403 |

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

| Investment Type | Fair Value 2013 | Fair Value 2012 | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|---|---|---|---|---|---|
| Pooled Separate Accounts | | | | | |
| Large Cap Funds | $ 753,958 | $ 297,922 | $ - | Daily | Daily |
| Mid Cap Funds | 205,597 | 134,651 | - | Daily | Daily |
| Small Cap Funds | 237,863 | 85,301 | - | Daily | Daily |
| International/Global Funds | 521,517 | 164,561 | - | Daily | Daily |
| Index Funds | 64,881 | 18,816 | - | Daily | Daily |
| Sector Funds | 174,651 | 22,685 | - | Daily | Daily |
| Fixed Income/Bond Funds | 706,532 | 1,131,209 | - | Daily | Daily |
| Life & Asset Allocation Funds | 2,779,245 | 1,409,306 | - | Daily | Daily |
| Balanced Funds | 415,491 | 57,282 | - | Daily | Daily |

The Large-Cap funds seek long-term growth of principal and income by investing in common stocks.

The Mid-Cap funds seek to provide long-term growth of capital consistent with prudent investment risk by investing in mid-cap companies with long-term growth potential by investing in common stock of developing companies with market capitalizations in between $10 and $2 billion at the time of purchase.

The Small-Cap funds seek capital appreciation by investing in common stock of companies with market capitalizations of less than $2 billion at the time of purchase.

The International and Global funds seek long-term growth of capital by investing in common stock of non-U.S. companies.

The Index funds seek investments to approximate risk and return characterized by the Russell 2000 Growth and S&P 500 Indexes. To achieve their objective, the accounts employ a replication technique, which generally seeks to hold each index constituent in its proportional index weight.

The Sector funds invest solely in businesses that operate in a particular industry or sector of the economy, such as natural resource funds, utility funds, real estate funds, financial funds, health care funds, technology funds, communication funds or precious metal funds.

The Fixed Income funds invest in a diversified portfolio of fixed income securities of varying maturities to maximize total return, consistent with the preservation of capital and prudent investment management.

The Life and Asset Allocation funds are based on retirement age and personal risk and invest in assets that meet the growth model set forth by each individual fund.

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The balanced funds seek current income, long-term growth of capital and income, and preservation of capital. To achieve their objective, the accounts allocate its investments amongst a diversified mix of debt and equity securities.

## NOTE 5 INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

| | 2013 | 2012 |
|---|---|---|
| Lifestyle Fund - Balanced Portfolio | $ 986,990 | $ 636,579 |
| Lifestyle Fund - Growth Portfolio | 883,222 | 397,663 |
| Money Market | 400,198 | 207,893 |

During the Plan year ended December 31, 2013, the Plan's investment in separate accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $689,314.

## NOTE 6 CONTRACT WITH INSURANCE COMPANY

The Plan entered into a contract with John Hancock Life Insurance Company USA that is not deemed to be fully benefit responsive and is reported at fair value which approximates contract value. The contract provides for withdrawals associated with certain events which are not in the ordinary course of Plan operations, and that the insurance company determines will have a material adverse effect on its financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. The Plan administrator does not believe that the occurrence of any such value event which would limit the Plan's ability to transact at contract value with the participants is probable.

The general account contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| Average Yield | 2013 |
|---|---|
| Based on Annualized Earnings | 0.26% |
| Based on Interest Rated Credited to Participants | 0.26% |

## NOTE 7 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination the Plan administrator will facilitate the distribution of account balances under the provisions of the Plan and Trust Agreement until all assets have been distributed. Upon termination, each participant will become 100% vested and entitled to receive the value of their account.

## NOTE 8 TAX STATUS

The prototype plan has received an opinion letter dated March 31, 2008 from the Internal Revenue Service (IRS) indicating that the prototype plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is therefore not subject to tax under present income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

## NOTE 9 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

## NOTE 10 PARTY IN INTEREST

The Plan's investments are managed by John Hancock Life Insurance Company USA. John Hancock Life Insurance Company is the custodian as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest.

## NOTE 11 RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2013 | 2012 |
|---|---|---|
| Net Assets Available for Benefits per the Financial Statements | $ 5,961,496 | $ 3,349,130 |
| Excess Contributions Payable at 12/31/12 | - | 20,141 |
| Net Assets Available for Benefits per the the Form 5500 | $ 5,961,496 | $ 3,369,271 |

The follows is a reconciliation of the net increase before plan merger on the financial statements to the Form 5500 for the year ended December 31:

| | 2013 |
|---|---|
| Net Increase Before Plan Merger Per Financial Statements | $ 705,575 |
| Less: Excess Contributions Payable at 12/31/12 | (20,141) |
| Net Increase Before Plan Merger Per Form 5500 | $ 685,434 |

## NOTE 12 PLAN MERGER

Effective February 1, 2013, the Board of Directors of the Company authorized the plan merger of the Crown Parts & Machine, Inc. 401(k) Plan (Crown) into the Plan. The Plan Sponsor of the Crown plan was a related employer. As a result, assets of $1,906,791 were transferred into the Plan.

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**E.I.N. 20-3895138 PLAN NO. 001**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2013**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Cost Value ** | (e) Current Value |
|---|---|---|---|---|
| | | **Pooled Separate Accounts:** | | |
| * | John Hancock Life Ins. Co. | Retirement Living through 2015 | | $ 40,587 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2020 | | 43,595 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2025 | | 17,554 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2030 | | 88,834 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2035 | | 7,919 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2040 | | 128,647 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2045 | | 10,274 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2050 | | 31,782 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Conservative Portfolio | | 201,340 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Moderate Portfolio | | 231,821 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Balanced Portfolio | | 986,990 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Growth Portfolio | | 883,222 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Aggressive Portfolio | | 106,680 |
| * | John Hancock Life Ins. Co. | Money Market | | 400,198 |
| * | John Hancock Life Ins. Co. | Short Term Federal | | 2,009 |
| * | John Hancock Life Ins. Co. | U.S. Government Securities | | 9,426 |
| * | John Hancock Life Ins. Co. | PIMCO Total Return | | 1,193 |
| * | John Hancock Life Ins. Co. | Strategic Income Opportunities | | 73,246 |
| * | John Hancock Life Ins. Co. | T. Rowe Price Spectrum Income | | 3,526 |
| * | John Hancock Life Ins. Co. | PIMCO Real Return | | 52,162 |
| * | John Hancock Life Ins. Co. | Oppenheimer International Bond | | 127,428 |
| * | John Hancock Life Ins. Co. | Federated Institutional High Yield Bond | | 1,217 |
| * | John Hancock Life Ins. Co. | U.S. High Yield | | 1,026 |
| * | John Hancock Life Ins. Co. | High Yield Fund | | 35,101 |
| * | John Hancock Life Ins. Co. | Mutual Global Discovery | | 24,890 |
| * | John Hancock Life Ins. Co. | PIMCO All Asset | | 51,592 |
| * | John Hancock Life Ins. Co. | BlackRock Global Allocation | | 33,950 |
| * | John Hancock Life Ins. Co. | American Balanced Fund | | 103,653 |
| * | John Hancock Life Ins. Co. | Capital Income Builder | | 102,257 |
| * | John Hancock Life Ins. Co. | T. Rowe Capital Appreciation | | 124,039 |
| * | John Hancock Life Ins. Co. | U.S. Equity | | 2,400 |
| * | John Hancock Life Ins. Co. | Parnassus Equity Income | | 412 |
| * | John Hancock Life Ins. Co. | Washington Mutual Investors | | 202,192 |
| * | John Hancock Life Ins. Co. | Mutual Beacon | | 36,603 |
| * | John Hancock Life Ins. Co. | 500 Index Fund | | 35,260 |
| * | John Hancock Life Ins. Co. | BlackRock Basic Value | | 209 |
| * | John Hancock Life Ins. Co. | T. Rowe Price Equity Income | | 78,018 |
| * | John Hancock Life Ins. Co. | Davis New York Venture | | 2,642 |
| * | John Hancock Life Ins. Co. | Fidelity Contrafund | | 156,609 |
| * | John Hancock Life Ins. Co. | The Growth Fund of America | | 124,456 |
| * | John Hancock Life Ins. Co. | Disciplined Value Fund | | 27,417 |
| * | John Hancock Life Ins. Co. | Total Stock Market Index | | 8,042 |
| * | John Hancock Life Ins. Co. | Prudential Jennison Mid Cap Growth | | 61,823 |

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**E.I.N. 20-3895138 PLAN NO. 001**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**
**DECEMBER 31, 2013**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Cost Value ** | (e) Current Value |
|---|---|---|---|---|
| | | **Pooled Separate Accounts (Continued):** | | |
| * | John Hancock Life Ins. Co. | Capital Appreciation Fund | | 72,367 |
| * | John Hancock Life Ins. Co. | JP Morgan Mid Cap Value | | 69,835 |
| * | John Hancock Life Ins. Co. | Lord Abbett Value Opportunities | | 11,789 |
| * | John Hancock Life Ins. Co. | Small Cap Value | | 51,241 |
| * | John Hancock Life Ins. Co. | Mid Cap Index | | 9,791 |
| * | John Hancock Life Ins. Co. | Value Fund | | 38,474 |
| * | John Hancock Life Ins. Co. | Blue Chip Growth Fund | | 47,253 |
| * | John Hancock Life Ins. Co. | Small Cap Value | | 1,197 |
| * | John Hancock Life Ins. Co. | Small Cap Value Index | | 45,869 |
| * | John Hancock Life Ins. Co. | Aston/Fairpointe Mid Cap | | 1,249 |
| * | John Hancock Life Ins. Co. | SSgA Mid Cap Value Index | | 6,071 |
| * | John Hancock Life Ins. Co. | Small Cap Opportunities | | 304 |
| * | John Hancock Life Ins. Co. | Invesco International Growth | | 115,656 |
| * | John Hancock Life Ins. Co. | Legg Mason ClearBridge Aggressive Growth | | 3,380 |
| * | John Hancock Life Ins. Co. | Europacific Growth | | 205,676 |
| * | John Hancock Life Ins. Co. | Small Cap Growth | | 73,717 |
| * | John Hancock Life Ins. Co. | Small Growth Fund | | 3,764 |
| * | John Hancock Life Ins. Co. | American Century Heritage | | 1,418 |
| * | John Hancock Life Ins. Co. | Small Cap Index Fund | | 9,624 |
| * | John Hancock Life Ins. Co. | International Equity Index Fund | | 2,164 |
| * | John Hancock Life Ins. Co. | DFA US Small Cap | | 23,608 |
| * | John Hancock Life Ins. Co. | T. Rowe Price Science & Technology | | 38,085 |
| * | John Hancock Life Ins. Co. | Mid Cap Stock Fund | | 14,938 |
| * | John Hancock Life Ins. Co. | DFA U.S. Targeted Value | | 11,667 |
| * | John Hancock Life Ins. Co. | International Value Fund | | 68,248 |
| * | John Hancock Life Ins. Co. | Energy Fund | | 35,270 |
| * | John Hancock Life Ins. Co. | Oppenheimer Developing Markets | | 107,047 |
| * | John Hancock Life Ins. Co. | Royce Opportunity | | 26,496 |
| * | John Hancock Life Ins. Co. | Natural Resources | | 20,840 |
| * | John Hancock Life Ins. Co. | VS Rests | | 42,214 |
| * | John Hancock Life Ins. Co. | Fidelity Advisor Gold | | 38,242 |
| | | Total Pooled Separate Accounts | | 5,859,735 |
| | | **General Accounts:** | | |
| * | John Hancock Life Ins. Co. | General Account - 3-Year Comp | | 17,407 |
| * | John Hancock Life Ins. Co. | General Account - 5-Year Comp | | 2,182 |
| | | Total General Accounts | | 19,589 |
| * | Participants | Participant Loans | | |
| | | Rates from 4.25% to 5% | - | 86,758 |
| | Total Investments | | | $ 5,966,082 |

** Indicates Party-in-Interest*

***Cost omitted for participant-directed accounts*

# H-E PARTS INTERNATIONAL
# RETIREMENT SAVINGS PLAN

## FINANCIAL STATEMENTS AND
## SUPPLEMENTARY INFORMATION

## YEARS ENDED DECEMBER 31, 2013
## AND 2012 (UNAUDITED)

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
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CliftonLarsonAllen LLP
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# INDEPENDENT AUDITORS' REPORT

Plan Trustees
H-E Parts International
Retirement Savings Plan
Atlanta, Georgia

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H-E Parts International Retirement Savings Plan, which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by John Hancock Life Insurance Company USA, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2013, that the information provided to the Plan administrator by the custodian is complete and accurate.

***Disclaimer of Opinion***

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedule of assets (held at end of year) as of December 31, 2013, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

**Report on Comparative Information**

We have compiled the accompanying statement of net assets available for benefits of H-E Parts International Retirement Savings Plan as of December 31, 2012. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2012 and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statement.

**Report on Form and Content in Compliance With DOL Rules and Regulations**

The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

St. Cloud, Minnesota
September 29, 2014

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**

| | 2013 | (Unaudited) 2012 |
|---|---|---|
| **ASSETS** | | |
| **INVESTMENTS (at Fair Value)** | | |
| Guaranteed Interest Accounts | $ 19,589 | $ 15,670 |
| Pooled Separate Accounts | 5,859,735 | 3,321,733 |
| Total Investments | 5,879,324 | 3,337,403 |
| **NON-INTEREST BEARING CASH** | 10,810 | - |
| **NOTES RECEIVABLE FROM PARTICIPANTS** | 86,758 | 31,868 |
| Total Assets | 5,976,892 | 3,369,271 |
| **LIABILITIES** | | |
| **EXCESS CONTRIBUTIONS PAYABLE** | 15,396 | 20,141 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 5,961,496 | $ 3,349,130 |

*See accompanying Notes to Financial Statements.*

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**YEAR ENDED DECEMBER 31, 2013**

| | | |
|---|---|---|
| **ADDITIONS TO NET ASSETS ATTRIBUTED TO:** | | |
| **INVESTMENT INCOME** | | |
| Net Appreciation in Fair Value of Investments | $ | 689,314 |
| Interest | | 45 |
| Total Investment Income | | 689,359 |
| **INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS** | | 2,286 |
| **CONTRIBUTIONS** | | |
| Employee 401(k) Deferral | | 555,496 |
| Employer Match | | 146,507 |
| Employee Rollover | | 53,991 |
| Total Contributions | | 755,994 |
| Total Additions | | 1,447,639 |
| **DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:** | | |
| **BENEFITS PAID TO PARTICIPANTS** | | 733,798 |
| **ADMINISTRATIVE EXPENSES** | | 8,266 |
| Total Deductions | | 742,064 |
| **NET INCREASE BEFORE PLAN MERGER** | | 705,575 |
| **TRANSFER IN FROM MERGER** | | 1,906,791 |
| **NET INCREASE AFTER PLAN MERGER** | | 2,612,366 |
| **NET ASSETS AVAILABLE FOR BENEFITS:** | | |
| Beginning of Year | | 3,349,130 |
| End of Year | $ | 5,961,496 |

*See accompanying Notes to Financial Statements.*

## NOTE 1 DESCRIPTION OF PLAN

The following description of H-E Parts International (Employer) Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan established January 1, 1989. The Plan has been amended and restated throughout the years to comply with tax legislation. The Plan was last amended and restated effective January 1, 2002 and most recently amended effective February 1, 2013 to add a participating employer. The Plan covers all employees of the Employer and its participating employers, Dom-Ex LLC and Crown Parts & Machine, Inc. (collectively referred to as Employer). The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens and leased employees. Employees who have attained age 20 and completed three consecutive months of service are eligible to participate in the salary deferral arrangement and discretionary matching contribution. Employees who have attained age 20 and completed one year of service are eligible to participate in the discretionary profit sharing contributions. The Plan entry dates are the first day of each month following the completion of the eligibility requirements. It is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

### Contributions

The Plan includes a cash or deferred arrangement allowed under Section 401(k) of the Code. Eligible participants are thereby permitted to elect to have a percentage or dollar amount of their compensation contributed as pre-tax 401(k) or post-tax Roth 401(k) contributions to the Plan. The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Employer authorized a discretionary matching contribution of 50% of deferrals up to 4% of compensation deferred for the year ended December 31, 2013.

Each year, at its discretion, the Employer may choose to make a discretionary profit sharing contribution to eligible participants. In order to receive an allocation of discretionary profit sharing contributions, a participant must complete 1,000 hours of service and be employed on the last day of the Plan year, unless termination is due to death, disability or retirement. No Employer discretionary profit sharing contributions were made for the years ended December 31, 2013 and 2012. Contributions are subject to limitations.

Participants direct the investment of contributions into various investment options offered under the Plan.

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer discretionary matching and/or profit sharing contributions, and an allocation of Plan earnings or losses. Employer matching contributions are allocated based on employee deferrals and compensation. Employer discretionary profit sharing contributions are allocated to participants based on compensation, subject to Plan provisions. Income is allocated daily based on number of shares in the participant's account.

### Vesting

Employee 401(k) contributions, plus actual earnings thereon, are immediately 100% vested. Employer discretionary matching and profit sharing contributions, plus actual earnings thereon, are vested using a six-year graded vesting schedule, where a participant is 100% vested after completing five years of service.

Notwithstanding the above, a participant is fully vested upon reaching normal retirement age, upon death or disability.

### Forfeitures

Forfeitures are first used to pay Plan expenses and are then used to reduce Employer contributions. No Forfeitures were used to reduce Employer contributions during 2013. Forfeitures of $7,522 were used to pay Plan expenses during 2013. At December 31, 2013 and 2012, non-vested account balances totaled $10,810 and $0, respectively.

### Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer from the investment fund to the participant loan fund. Loan terms range from less than one year up to five years and may be longer when used to purchase a principal residence. The loans are secured by the balance in the participant's account and bear interest at the Prime rate plus 1%. Principal and interest is paid ratably through monthly payroll deductions.

### Benefit Payments

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Upon termination of service, death, disability, or retirement (age 65), the participant may receive the value of the vested interest in their account in the form of a lump-sum, installment distribution. If a participant terminates employment and the participant's account balance was never greater than $5,000 ($1,000 prior to February 1, 2013), the Plan administrator will authorize the benefit payment without the participant's consent.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

### Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

*Level 1* – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

*Level 2* – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

*Level 3* – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2013 and 2012.

### Valuation of Investments and Income Recognition

The Plan's investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments in the pooled separate accounts are valued using the net asset value of units, which are based on observable market prices for the underlying assets, held by the Plan at year-end. Investments in the guaranteed interest accounts are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer. Fair value approximates contract value.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Valuation of Investments and Income Recognition (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Purchases and sales of securities are recorded on a trade-date basis. Investment income is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

### Benefit Payments

Benefits are recorded when paid.

### Administrative Expenses

The Employer pays certain expenses incurred in the operation of the Plan. Fees related to the administration of the Plan are allocated as an expense to participant accounts. Loan and distribution fees are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of investments.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

### Subsequent Events

In preparing these financial statements, the Employer has evaluated events and transactions for potential recognition or disclosure through September 29, 2014, the date the financial statements were available to be issued.

## NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

John Hancock Life Insurance Company USA, the custodian of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information including notes receivable from participants presented in the accompanying statement of net assets available for benefits as of December 31, 2013, the statement of changes in net assets available for benefits for the year ended December 31, 2013, and the supplemental schedule of assets (held at end of year) as of December 31, 2013.

## NOTE 4 FAIR VALUE OF INVESTMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

| | 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled Separate Accounts: | | | | |
| Large Cap Funds | $ - | $ 753,958 | $ - | $ 753,958 |
| Mid Cap Funds | - | 205,597 | - | 205,597 |
| Small Cap Funds | - | 237,863 | - | 237,863 |
| International/Global Funds | - | 521,517 | - | 521,517 |
| Index Funds | - | 64,881 | - | 64,881 |
| Sector Funds | - | 174,651 | - | 174,651 |
| Fixed Income/Bond Funds | - | 706,532 | - | 706,532 |
| Life & Asset Allocation Funds | - | 2,779,245 | - | 2,779,245 |
| Balanced Funds | - | 415,491 | - | 415,491 |
| Total Pooled Separate Accounts | - | 5,859,735 | - | 5,859,735 |
| Guaranteed Interest Accounts | - | 19,589 | - | 19,589 |
| Total Investments at Fair Value | $ - | $ 5,879,324 | $ - | $ 5,879,324 |

| | 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Pooled Separate Accounts: | | | | |
| Large Cap Funds | $ - | $ 297,922 | $ - | $ 297,922 |
| Mid Cap Funds | - | 134,651 | - | 134,651 |
| Small Cap Funds | - | 85,301 | - | 85,301 |
| International/Global Funds | - | 164,561 | - | 164,561 |
| Index Funds | - | 18,816 | - | 18,816 |
| Sector Funds | - | 22,685 | - | 22,685 |
| Fixed Income/Bond Funds | - | 1,131,209 | - | 1,131,209 |
| Life & Asset Allocation Funds | - | 1,409,306 | - | 1,409,306 |
| Balanced Funds | - | 57,282 | - | 57,282 |
| Total Pooled Separate Accounts | - | 3,321,733 | - | 3,321,733 |
| Guaranteed Interest Accounts | - | 15,670 | - | 15,670 |
| Total Investments at Fair Value | $ - | $ 3,337,403 | $ - | $ 3,337,403 |

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

| Investment Type | Fair Value 2013 | Fair Value 2012 | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|---|---|---|---|---|---|
| Pooled Separate Accounts | | | | | |
| Large Cap Funds | $ 753,958 | $ 297,922 | $ - | Daily | Daily |
| Mid Cap Funds | 205,597 | 134,651 | - | Daily | Daily |
| Small Cap Funds | 237,863 | 85,301 | - | Daily | Daily |
| International/Global Funds | 521,517 | 164,561 | - | Daily | Daily |
| Index Funds | 64,881 | 18,816 | - | Daily | Daily |
| Sector Funds | 174,651 | 22,685 | - | Daily | Daily |
| Fixed Income/Bond Funds | 706,532 | 1,131,209 | - | Daily | Daily |
| Life & Asset Allocation Funds | 2,779,245 | 1,409,306 | - | Daily | Daily |
| Balanced Funds | 415,491 | 57,282 | - | Daily | Daily |

The Large-Cap funds seek long-term growth of principal and income by investing in common stocks.

The Mid-Cap funds seek to provide long-term growth of capital consistent with prudent investment risk by investing in mid-cap companies with long-term growth potential by investing in common stock of developing companies with market capitalizations in between $10 and $2 billion at the time of purchase.

The Small-Cap funds seek capital appreciation by investing in common stock of companies with market capitalizations of less than $2 billion at the time of purchase.

The International and Global funds seek long-term growth of capital by investing in common stock of non-U.S. companies.

The Index funds seek investments to approximate risk and return characterized by the Russell 2000 Growth and S&P 500 Indexes. To achieve their objective, the accounts employ a replication technique, which generally seeks to hold each index constituent in its proportional index weight.

The Sector funds invest solely in businesses that operate in a particular industry or sector of the economy, such as natural resource funds, utility funds, real estate funds, financial funds, health care funds, technology funds, communication funds or precious metal funds.

The Fixed Income funds invest in a diversified portfolio of fixed income securities of varying maturities to maximize total return, consistent with the preservation of capital and prudent investment management.

The Life and Asset Allocation funds are based on retirement age and personal risk and invest in assets that meet the growth model set forth by each individual fund.

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The balanced funds seek current income, long-term growth of capital and income, and preservation of capital. To achieve their objective, the accounts allocate its investments amongst a diversified mix of debt and equity securities.

## NOTE 5 INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

| | 2013 | 2012 |
|---|---|---|
| Lifestyle Fund - Balanced Portfolio | $ 986,990 | $ 636,579 |
| Lifestyle Fund - Growth Portfolio | 883,222 | 397,663 |
| Money Market | 400,198 | 207,893 |

During the Plan year ended December 31, 2013, the Plan's investment in separate accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $689,314.

## NOTE 6 CONTRACT WITH INSURANCE COMPANY

The Plan entered into a contract with John Hancock Life Insurance Company USA that is not deemed to be fully benefit responsive and is reported at fair value which approximates contract value. The contract provides for withdrawals associated with certain events which are not in the ordinary course of Plan operations, and that the insurance company determines will have a material adverse effect on its financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. The Plan administrator does not believe that the occurrence of any such value event which would limit the Plan's ability to transact at contract value with the participants is probable.

The general account contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

| Average Yield | 2013 |
|---|---|
| Based on Annualized Earnings | 0.26% |
| Based on Interest Rated Credited to Participants | 0.26% |

## NOTE 7 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination the Plan administrator will facilitate the distribution of account balances under the provisions of the Plan and Trust Agreement until all assets have been distributed. Upon termination, each participant will become 100% vested and entitled to receive the value of their account.

## NOTE 8 TAX STATUS

The prototype plan has received an opinion letter dated March 31, 2008 from the Internal Revenue Service (IRS) indicating that the prototype plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is therefore not subject to tax under present income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

## NOTE 9 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

## NOTE 10 PARTY IN INTEREST

The Plan's investments are managed by John Hancock Life Insurance Company USA. John Hancock Life Insurance Company is the custodian as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest.

## NOTE 11 RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

| | 2013 | 2012 |
|---|---|---|
| Net Assets Available for Benefits per the Financial Statements | $ 5,961,496 | $ 3,349,130 |
| Excess Contributions Payable at 12/31/12 | - | 20,141 |
| Net Assets Available for Benefits per the the Form 5500 | $ 5,961,496 | $ 3,369,271 |

The follows is a reconciliation of the net increase before plan merger on the financial statements to the Form 5500 for the year ended December 31:

| | 2013 |
|---|---|
| Net Increase Before Plan Merger Per Financial Statements | $ 705,575 |
| Less: Excess Contributions Payable at 12/31/12 | (20,141) |
| Net Increase Before Plan Merger Per Form 5500 | $ 685,434 |

## NOTE 12 PLAN MERGER

Effective February 1, 2013, the Board of Directors of the Company authorized the plan merger of the Crown Parts & Machine, Inc. 401(k) Plan (Crown) into the Plan. The Plan Sponsor of the Crown plan was a related employer. As a result, assets of $1,906,791 were transferred into the Plan.

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**E.I.N. 20-3895138 PLAN NO. 001**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2013**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Cost Value ** | (e) Current Value |
|---|---|---|---|---|
| | | **Pooled Separate Accounts:** | | |
| * | John Hancock Life Ins. Co. | Retirement Living through 2015 | | $ 40,587 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2020 | | 43,595 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2025 | | 17,554 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2030 | | 88,834 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2035 | | 7,919 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2040 | | 128,647 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2045 | | 10,274 |
| * | John Hancock Life Ins. Co. | Retirement Living through 2050 | | 31,782 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Conservative Portfolio | | 201,340 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Moderate Portfolio | | 231,821 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Balanced Portfolio | | 986,990 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Growth Portfolio | | 883,222 |
| * | John Hancock Life Ins. Co. | Lifestyle Fund - Aggressive Portfolio | | 106,680 |
| * | John Hancock Life Ins. Co. | Money Market | | 400,198 |
| * | John Hancock Life Ins. Co. | Short Term Federal | | 2,009 |
| * | John Hancock Life Ins. Co. | U.S. Government Securities | | 9,426 |
| * | John Hancock Life Ins. Co. | PIMCO Total Return | | 1,193 |
| * | John Hancock Life Ins. Co. | Strategic Income Opportunities | | 73,246 |
| * | John Hancock Life Ins. Co. | T. Rowe Price Spectrum Income | | 3,526 |
| * | John Hancock Life Ins. Co. | PIMCO Real Return | | 52,162 |
| * | John Hancock Life Ins. Co. | Oppenheimer International Bond | | 127,428 |
| * | John Hancock Life Ins. Co. | Federated Institutional High Yield Bond | | 1,217 |
| * | John Hancock Life Ins. Co. | U.S. High Yield | | 1,026 |
| * | John Hancock Life Ins. Co. | High Yield Fund | | 35,101 |
| * | John Hancock Life Ins. Co. | Mutual Global Discovery | | 24,890 |
| * | John Hancock Life Ins. Co. | PIMCO All Asset | | 51,592 |
| * | John Hancock Life Ins. Co. | BlackRock Global Allocation | | 33,950 |
| * | John Hancock Life Ins. Co. | American Balanced Fund | | 103,653 |
| * | John Hancock Life Ins. Co. | Capital Income Builder | | 102,257 |
| * | John Hancock Life Ins. Co. | T. Rowe Capital Appreciation | | 124,039 |
| * | John Hancock Life Ins. Co. | U.S. Equity | | 2,400 |
| * | John Hancock Life Ins. Co. | Parnassus Equity Income | | 412 |
| * | John Hancock Life Ins. Co. | Washington Mutual Investors | | 202,192 |
| * | John Hancock Life Ins. Co. | Mutual Beacon | | 36,603 |
| * | John Hancock Life Ins. Co. | 500 Index Fund | | 35,260 |
| * | John Hancock Life Ins. Co. | BlackRock Basic Value | | 209 |
| * | John Hancock Life Ins. Co. | T. Rowe Price Equity Income | | 78,018 |
| * | John Hancock Life Ins. Co. | Davis New York Venture | | 2,642 |
| * | John Hancock Life Ins. Co. | Fidelity Contrafund | | 156,609 |
| * | John Hancock Life Ins. Co. | The Growth Fund of America | | 124,456 |
| * | John Hancock Life Ins. Co. | Disciplined Value Fund | | 27,417 |
| * | John Hancock Life Ins. Co. | Total Stock Market Index | | 8,042 |
| * | John Hancock Life Ins. Co. | Prudential Jennison Mid Cap Growth | | 61,823 |

**H-E PARTS INTERNATIONAL**
**RETIREMENT SAVINGS PLAN**
**E.I.N. 20-3895138 PLAN NO. 001**
**SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**
**DECEMBER 31, 2013**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Cost Value ** | (e) Current Value |
|---|---|---|---|---|
| | | **Pooled Separate Accounts (Continued):** | | |
| * | John Hancock Life Ins. Co. | Capital Appreciation Fund | | 72,367 |
| * | John Hancock Life Ins. Co. | JP Morgan Mid Cap Value | | 69,835 |
| * | John Hancock Life Ins. Co. | Lord Abbett Value Opportunities | | 11,789 |
| * | John Hancock Life Ins. Co. | Small Cap Value | | 51,241 |
| * | John Hancock Life Ins. Co. | Mid Cap Index | | 9,791 |
| * | John Hancock Life Ins. Co. | Value Fund | | 38,474 |
| * | John Hancock Life Ins. Co. | Blue Chip Growth Fund | | 47,253 |
| * | John Hancock Life Ins. Co. | Small Cap Value | | 1,197 |
| * | John Hancock Life Ins. Co. | Small Cap Value Index | | 45,869 |
| * | John Hancock Life Ins. Co. | Aston/Fairpointe Mid Cap | | 1,249 |
| * | John Hancock Life Ins. Co. | SSgA Mid Cap Value Index | | 6,071 |
| * | John Hancock Life Ins. Co. | Small Cap Opportunities | | 304 |
| * | John Hancock Life Ins. Co. | Invesco International Growth | | 115,656 |
| * | John Hancock Life Ins. Co. | Legg Mason ClearBridge Aggressive Growth | | 3,380 |
| * | John Hancock Life Ins. Co. | Europacific Growth | | 205,676 |
| * | John Hancock Life Ins. Co. | Small Cap Growth | | 73,717 |
| * | John Hancock Life Ins. Co. | Small Growth Fund | | 3,764 |
| * | John Hancock Life Ins. Co. | American Century Heritage | | 1,418 |
| * | John Hancock Life Ins. Co. | Small Cap Index Fund | | 9,624 |
| * | John Hancock Life Ins. Co. | International Equity Index Fund | | 2,164 |
| * | John Hancock Life Ins. Co. | DFA US Small Cap | | 23,608 |
| * | John Hancock Life Ins. Co. | T. Rowe Price Science & Technology | | 38,085 |
| * | John Hancock Life Ins. Co. | Mid Cap Stock Fund | | 14,938 |
| * | John Hancock Life Ins. Co. | DFA U.S. Targeted Value | | 11,667 |
| * | John Hancock Life Ins. Co. | International Value Fund | | 68,248 |
| * | John Hancock Life Ins. Co. | Energy Fund | | 35,270 |
| * | John Hancock Life Ins. Co. | Oppenheimer Developing Markets | | 107,047 |
| * | John Hancock Life Ins. Co. | Royce Opportunity | | 26,496 |
| * | John Hancock Life Ins. Co. | Natural Resources | | 20,840 |
| * | John Hancock Life Ins. Co. | VS Rests | | 42,214 |
| * | John Hancock Life Ins. Co. | Fidelity Advisor Gold | | 38,242 |
| | | Total Pooled Separate Accounts | | 5,859,735 |
| | | **General Accounts:** | | |
| * | John Hancock Life Ins. Co. | General Account - 3-Year Comp | | 17,407 |
| * | John Hancock Life Ins. Co. | General Account - 5-Year Comp | | 2,182 |
| | | Total General Accounts | | 19,589 |
| * | Participants | Participant Loans | | |
| | | Rates from 4.25% to 5% | - | 86,758 |
| | Total Investments | | | $ 5,966,082 |

** Indicates Party-in-Interest*

***Cost omitted for participant-directed accounts*